

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	)	Case No. 01-01139 (JKF)
	)	
Debtors.	)	Jointly Administered

**DECLARATION OF MARK A. SHELNITZ IN SUPPORT OF DEBTORS'  
ELEVENTH OMNIBUS OBJECTION TO CLAIMS (NON-ASBESTOS GATEWAY)**

I, Mark A. Shelnitz, hereby declare that the following is true to the best of my knowledge, information and belief:

1. I am Vice President, General Counsel and Secretary of W. R. Grace & Co. ("Grace"), which has offices located at 7500 Grace Drive, Columbia, Maryland 21044. I submit this declaration (the "Declaration") in support of the Eleventh Omnibus Objection (the "Non-Asbestos Gateway Omnibus Objection").

2. I am responsible for overseeing the claims review and objection process in these cases. In that capacity, I have reviewed the Non-Asbestos Gateway Omnibus Objection and am, directly or through the Debtors' personnel, attorneys, and Bankruptcy Management Corporation,

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

the Debtors' claims consultant, familiar with the information contained therein and in the exhibits annexed thereto.

3. Upon information and belief, the Debtors maintain books and records (the "Books and Records") that reflect, among other things, the Debtors' liabilities and respective amounts owed to their creditors.

4. To date, more than 14,900 Proofs of Claim have been filed against the Debtors in these cases by holders of claims (the "Claimants").

5. Under my supervision, considerable resources and time have been expended to ensure a high level of diligence in reviewing and reconciling the proofs of claim filed in these cases. These claims were carefully reviewed and analyzed by appropriate personnel, and, in some cases, the Debtors' professional advisors, resulting in the identification of objectionable claims, which are the subject of the Non-Asbestos Gateway Omnibus Objection. Based on these efforts, the Debtors have determined that the claims listed on Exhibits A and B should be disallowed and expunged as indicated in the Non-Asbestos Gateway Omnibus Objection.

**The Non-Asbestos Gateway Omnibus Objection**

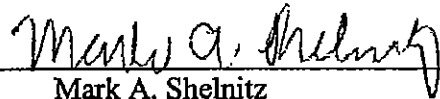
6. To the best of my knowledge and belief, I have determined that the claims against the Debtors listed on Exhibit A of the Non-Asbestos Gateway Objection are claims for which the Claimant has failed to provide the Debtors with sufficient supporting information to validate such claims (the "Materially Insufficient Supporting Information Claims").

7. To the best of my knowledge and belief, I have determined that the claims against the Debtors listed on Exhibit B of the Non-Asbestos Gateway Objection are claims for which the Claimant has failed to attach any supporting information to validate such claims (the "No Supporting Information Claims").

8. On December 6, 2004, and pursuant to the Court's Gateway Objection Order, the Debtors served the holders of each of the Materially Insufficient Supporting Information Claims and No Supporting Information Claims with a notice of the Debtor's intent to object to such claims on the basis of materially insufficient supporting information and provided claimants with the opportunity to supplement such claims within 60 days of the notice. [Docket No. 7104]. However, none of the holders of the claims listed on Exhibits A and B filed any supplemental information.

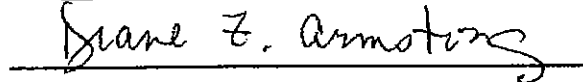
The information contained in this Declaration is true and correct to the best of my knowledge and belief.

May 12, 2005



Mark A. Shelnitz  
Vice President, General Counsel and  
Secretary

Subscribed and sworn to before me  
this 12<sup>th</sup> day of May, 2005.



NOTARY PUBLIC, State of Maryland  
My Commission Expires: 09/01/2008

DIANE Z. ARMSTRONG  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires September 1, 2008

